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F-59374

FILE NUMBER



FOREIGN

# STATE OF WASHINGTON | DEPARTMENT OF STATE

## CERTIFICATE OF AUTHORITY

I, **BRUCE K. CHAPMAN**, Secretary of State of the State of Washington and custodian of its seal,  
hereby certify that

**AIRCO DELAWARE, INC.**

**Delaware**

a foreign corporation of.....

is authorized to transact business in this state under the name of

**AIRCO DELAWARE, INC.**

An application for a Certificate of Authority which conforms with the law of this state was  
filed in my office on this date and a copy is attached to this certificate.

Filed at request of.....  
C. T. Corp. System  
277 Park Ave.  
New York, N. Y. 10017  
Attn: Edward G. Geist

Filing and recording fee . . . \$.....  
License to June 30, 19..... \$.....  
Excess pages @ 25¢ \$.....

Microfilmed, Roll No. **1386**

Page **305-310**

In witness whereof I have signed and have  
affixed the seal of the State of Washington to  
this certificate at Olympia, the State Capitol,  
**April 29, 1977**

**BRUCE K. CHAPMAN**  
SECRETARY OF STATE

**USEPA SF**



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FILE IN DUPLICATE

SECRETARY OF STATE  
STATE OF WASHINGTON  
APPLICATION FOR CERTIFICATE OF AUTHORITY

FILED  
APR 29 1977

SECRETARY OF STATE  
STATE OF WASHINGTON

1. Name of corporation:

Airco Delaware, Inc.

2. Name which it elects to use in Washington:\*

Airco Delaware, Inc.

3. Incorporated under the laws of: Delaware

4. Date of incorporation: April 6, 1977

5. Term of existence: Perpetual

6. Address of principal office in state or country under the laws of which it is incorporated: 100 West Tenth Street, Wilmington, Delaware 19801

MAILING ADDRESS: 85 Chestnut Ridge Road, Montvale, New Jersey 07645

7. Name and address of president and secretary:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
<u>David A. De Wahl</u>	<u>President</u>	<u>85 Chestnut Ridge Road Montvale, New Jersey 07645</u>
<u>Charles A. Bonnes</u>	<u>Secretary</u>	<u>85 Chestnut Ridge Road Montvale, New Jersey 07645</u>

8. Purpose or purposes which it proposes to pursue in the transaction of business in Washington: Production and/or sale of industrial gases of all types and kinds.

9. Value of property now located in the State of Washington . . . . \$ None  
(Real property, tangible assets, inventory, etc.)

10. Value of property to be brought into the State of Washington . . . . \$ None

11. Total of Items 9 and 10. . . . . \$ None

12. Value of entire property of the corporation, both within and without the State of Washington. . . . . \$ 692,973,000.00

\* If the name of the corporation does not contain the word "corporation", "company", "incorporated", or "limited", or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in this state.

If the corporate name is not available for use in this state, the corporation may use an assumed name for transaction of business in Washington.

13. Total authorized capital:

COMMON SHARES

1,000 Shares par value of \$ 1.00 : \$ 1,000.00  
\_\_\_\_ Shares par value of \$ \_\_\_\_\_ : \$ \_\_\_\_\_  
Total . . . . . \$ 1,000

PREFERRED SHARES

\_\_\_\_ Shares par value of \$ \_\_\_\_\_ : \$ \_\_\_\_\_  
\_\_\_\_ Shares par value of \$ \_\_\_\_\_ : \$ \_\_\_\_\_  
Total . . . . . \$ \_\_\_\_\_

NON-PAR SHARES

\_\_\_\_ shares common  
\_\_\_\_ shares preferred  
Value of assets represented by non-par shares..\$ \_\_\_\_\_  
Total . . . . . \$ \_\_\_\_\_  
GRAND TOTAL . . . . . \$ 1,000.00

14. CAPITAL EMPLOYED IN STATE OF WASHINGTON . . . . . \$ 0  
(Line 11 divided by line 12 and multiplied by  
line 13 (Grand Total)

15. The registered agent in the State of Washington shall be:  
\_\_\_\_\_  
C T CORPORATION SYSTEM

16. The address of the registered office in the State of Washington is:  
1218 Third Avenue, c/o C T Corporation System, Seattle, County of King,  
(City, street and number) Washington 98101

The address of the registered office of the corporation in Washington and  
the business address of the registered agent of the corporation are  
identical.

17. The corporation ~~will enter~~ (will enter) the State of Washington to transact  
business on upon qualification

Dated April 25, 1977

Robert J. O'Connell  
Vice President Robert J. O'Connell

William V. Bidden  
Asst. Secretary William V. Bidden

STATE OF N.J. )  
COUNTY OF Bergen ) ss

The undersigned, being first duly sworn, on oath deposes and says that he is the Vice President of the above-named corporation, that he signed president or secretary the foregoing certificate and that the statement therein contained are true.

Robert J. O'Connell  
Robert J. O'Connell-Vice President

SUBSCRIBED AND SWORN TO before me on April 25, 1977

Eleanor M. Jones  
Notary Public in and for the State of  
N.J. residing at Montvale, N.J.

ELEANORE M. JONES  
NOTARY PUBLIC, State of New Jersey  
No. M 9508  
Qualified in Bergen County  
Commission Expires August 25, 1981

April 25, 1977.

To the Secretary of State of the State of Washington  
Olympia, Washington

Airco, Inc., a corporation  
organized and existing under and by virtue of the laws of the State of  
New York, \*and authorized to do business in the State of  
withdraw from doing business  
Washington\* which is about to ~~change its name to~~ in Washington \*\*,  
hereby consents to the (qualification of a Delaware corporation),  
(~~organization of a Washington corporation~~)  
pursuant to the provisions of Section 23.01.040 of the Revised Code of  
Washington under the name Airco Delaware, Inc..

Airco, Inc. ~~CORPORATION~~  
By Edward A. DelValle  
Vice President

(CORPORATE SEAL)

Attest:

W. J. Sam  
Assistant Secretary

\*Omit these words if consenting corporation is organized  
in Washington

\*\*or "cease to do business"  
"be wound up"  
"withdraw from doing business in the State  
of Washington"



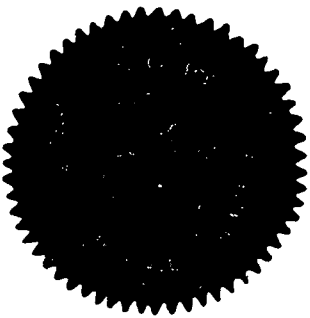
# State of DELAWARE

Office of SECRETARY OF STATE

*I, Glenn C. Kenton Secretary of State of the State of Delaware,*  
*do hereby certify* that the Certificate of Incorporation of the "Airco Delaware, Inc.",  
was received and filed in this office the sixth day of April, A.D. 1977, at 10 o'clock  
A.M.

And I do hereby further certify that the aforesaid Corporation is duly  
incorporated under the laws of the State of Delaware and is in good standing and  
has a legal corporate existence so far as the records of this office show and is  
duly authorized to transact business.

In Testimony Whereof, *I have hereunto set my hand*  
*and official seal at Dover this* twenty-second *day*  
*of* April *in the year of our Lord*  
*one thousand nine hundred and* seventy-seven.



*Glenn C. Kenton*

Secretary of State

*R. B. Bode*

Assistant Secretary of State